



RECORDATION NO. 15064-0 FILED 1428

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000
(415) 781-1035 Fax

May 23, 1989

MAY 30 1989 -11 40 AM

9-150A014

INTERSTATE COMMERCE COMMISSION

Hon. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Quarterly Supplement No. 9 to the Assignment of Lease
Agreement between Itel Rail Corporation and Heller
Financial, Inc.

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Supplement under the Assignment of Lease Agreement dated as of September 30, 1986, between Itel Rail Corporation and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, under Recordation No. 15064.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Borrower)
55 Francisco Street
San Francisco, California 94133

Heller Financial, Inc. (Secured Party)
200 North LaSalle Street
Chicago, Illinois 60601

This Supplement reflects new leases entered into during the first calendar quarter of 1989 as set forth on Schedule A-9 attached thereto.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Department

MAY 30 11 37 AM '89
MOTOR OPERATING UNIT

RECORDATION NO. 16064-0 FILED 1423
MAY 30 1989 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

QUARTERLY SUPPLEMENT NO. 9
TO THE ASSIGNMENT OF LEASE AND AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

WHEREAS, Itel Rail and Heller are parties to a Loan and Security Agreement (the "Loan") dated as of September 30, 1986, which became effective October 7, 1986;

WHEREAS, in furtherance of the Loan, Itel Rail and Heller have entered into an Assignment of Lease and Agreement (the "Assignment") dated as of September 30, 1986, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15064;

WHEREAS, the parties desire that Itel Rail file quarterly supplements to Exhibit A to the Assignment to reflect the assignment of leases and subleases (the "Leases") entered into from time to time with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) (as defined in the Assignment) and to reflect the addition of new Excluded Rolling Stock.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Loan and in the Assignment, the parties agree as follows:

1. All capitalized terms used herein shall have the meanings assigned to them in the Assignment, unless otherwise stated.
2. Exhibit A of the Assignment is hereby supplemented as set forth on Exhibit A-9 attached hereto to reflect new Leases entered into during the first calendar quarter of 1989 with respect to Rolling Stock (which Leases may also cover Excluded Rolling Stock) and the amendment of existing Leases to add Rolling Stock thereto.

HELLER FINANCIAL, INC.

By: Kathy Mankin

Vice President

Date: May 22, 1989

2:WP\L\75\900-PS 04/04/89 (1)

ITEL RAIL CORPORATION

By: Robert Kuehnle

Vice President

Date: April 28, 1989

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

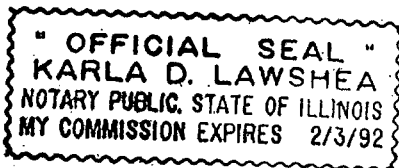
On this 28th day of April, 1989 before me personally came Robert C. Kiehnle to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Itel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Itel Rail Corporation; and that he signed his name thereto pursuant to like authority.



Patricia Schumacker
Notary Public

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 22nd day of ^{May}~~April~~, 1989 before me personally came ^{Kathy J. Mankin}~~Colleen A. Palmer~~ to me known, who, being by me duly sworn, did depose and say that she is the Vice President of Heller Financial, Inc., one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Heller Financial, Inc.; and that she signed her name thereto pursuant to like authority.



Karla D. Lawshea
Notary Public

Exhibit A-9
Lease Assignment

<u>LESSEE/SUBLESSEE</u> <u>EQUIPMENT NO.</u>	<u>NUMBER OF</u> <u>CARS</u>	<u>TYPE</u> <u>OF CAR</u>	<u>(SUB)LEASE</u> <u>DATE</u>	<u>RECORDATION</u> <u>NUMBER</u>	<u>DATE</u> <u>FILED</u>
<u>Green Bay and Western Railroad</u>		(Schedule No. 2)			
GBW 200-209	10	LO	12-06-88	16060-B	02-08-89
<u>Hartford and Slocumb Railroad</u>		(Amendment No. 7)			
HS 9000-9006	49	XM	10-15-86	15148-H	02-27-89
HS 9008-9049					
<u>Interstate Bi-Modal, Inc.</u>		(Amendment No. 1)			
NYCH 89100-89199	100	TOFC/ COFC	09-12-88	15852-B	03-06-89